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) VIRGINIA GAS
) AND OIL BOARD

)
) DOCKET NO.
) 02-0820-1069

FINDINGS AND ORDER

1. Hearing Date and Place: This matter came on for hearing before the Virginia Gas and Oil Board (hereafter "Board") at 9:00 a.m. on August 20, 2002, Southwest Virginia Higher Education Center on the campus of Virginia Highlands Community College, Abingdon, Virginia.
2. Appearances: James E. Kaiser, Esquire of the firm Wilhoit & Kaiser appeared for the Applicant and Sandra B. Riggs and Sharon Pigeon, Assistant Attorney Generals, were present to advise the Board.
3. Jurisdiction and Notice: Pursuant to Va. Code § 45.1-361.1 et seq., the Board finds that it has jurisdiction over the subject matter. Based upon the evidence presented by Applicant, the Board also finds that the Applicant has (1) exercised due diligence in conducting a meaningful search of reasonably available sources to determine the identity and whereabouts of each gas and oil owner, coal owner, or mineral owner having an interest in Subject Drilling Unit underlying and comprised of Subject Lands; (2) has represented to the Board that it has given notice to those parties (hereafter sometimes "person(s)" whether referring to individuals, corporations, partnerships, associations, companies, businesses, trusts, joint ventures or other legal entities) entitled by Va. Code § 45.1-361.19 to notice of this application; and (3) that the persons set forth in Exhibit B hereto have been identified by Applicant as owners of Gas interests underlying Subject Drilling Unit, including those who have not heretofore leased, sold or voluntarily agreed with the Applicant to pool their Gas interests in Subject Drilling Unit. Further, the Board has caused notice of this hearing to be published as required by Va. Code § 45.1-361.19.B. Whereupon, the Board hereby finds

that the notices given herein satisfy all statutory requirements, Board rule requirements and the minimum standards of state due process.

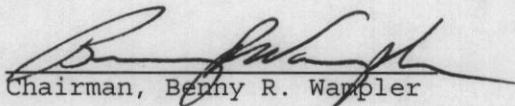
4. Amendments: None.
5. Dismissals: None.
6. Relief Requested: Applicant requests (1) an exception to the statewide spacing limitations set forth in Va. Code § 45.1-361.17 for Well No. V-503108.
7. Relief Granted: The requested relief in this cause be and hereby is granted. The Board hereby grants Applicant consent to permit and drill proposed Well No. V-503108 2,486.05 feet from existing EPC Well No. P-430; 2,278.08 feet from existing EPC Well No. P-507, and 1,802.53 feet from EPC Well V-1833; all at the locations depicted on the Plat attached hereto;
8. Special Findings: The Board specifically and specially finds:
 - 8.1 Applicant claims ownership of Conventional Gas leases on 100 percent of Subject Drilling Unit and the right to explore for, develop and produce Gas from same as well as from the two reciprocal wells, i.e., Wells EPC Wells P-507, V-1833 and P-430;
 - 8.2 Applicant is an operator in the Commonwealth of Virginia and has satisfied the Board's requirements for operations in Virginia;
 - 8.3 The proposed Well V-503108 is located on a surface, coal, oil and gas tract consisting of 1,189 acres known as Clinchfield Coal Company Tract T-838, and the surface, coal, gas and oil owner has consented to the proposed location for Well V-503108 that is depicted on the Plat attached hereto as Exhibit A;
 - 8.4 The Applicant testified it has the right to operate and develop the reciprocal Wells P-507, V-1833 and P-430, and that the granting of the application filed herein will not impact the correlative rights of any person;
 - 8.5 An exception to the well spacing requirements of Va. Code § 45.1-361.17 for Well V-503108 is necessary to efficiently drain a portion of the common sources of supply (reservoir) underlying Subject Drilling Unit, and the Board's granting of the requested location exception is in the best interest of preventing the waste of 450 million cubic feet of Conventional Gas underlying Subject Drilling Unit, and to generally effect the purposes of the Virginia Gas and Oil Act;
 - 8.6 Applicant proposes the drilling of Well No. V-503108 to a depth of 4,660 feet on the Subject Drilling Unit at the location depicted in Exhibit A to produce all the Mississippian and Devonian age formations including, but not limited to, the Base Lee Sands, Maxon, Little Lime, Big Lime, Top Weir, Base Weir, Sunbury, Coffee Shale, Berea, Cleveland, Upper Huron, Middle Huron, Lower Huron, Rhinestreet ("Subject Formations") from surface to total depth drilled of 4,660 feet, specifically excluding Ravencliff, and specifically targeting the Berea formations;

8.7 Applicant proposes to complete and operate Well V-503108 for the purpose of producing Conventional Gas;

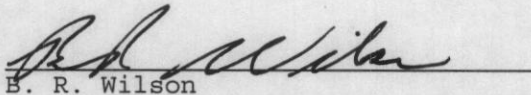
9. Mailing Of Order And Filing Of Affidavit: Applicant or its Attorney shall file an affidavit with the Secretary of the Board within sixty (60) days after the date of receipt of this Order stating that a true and correct copy of said Order was mailed within seven (7) days from the date of receipt of this Order to each person pooled by this Order whose address is known.
10. Availability of Unit Records: The Director shall provide all persons not subject to a lease with reasonable access to all records for Subject Drilling Unit which are submitted by the Unit Operator to said Director and/or his Inspector(s).
11. Conclusion: Therefore, the requested relief and all terms and provisions set forth above be and hereby are granted and IT IS SO ORDERED.
12. Appeals: Appeals of this Order are governed by the provisions of Va. Code Ann. § 45.1-361.9 which provides that any order or decision of the Board may be appealed to the appropriate circuit court. Such appeals must be taken in the manner prescribed in the Administrative Process Act, Va. Code Ann. § 9-6.14:1 et seq. and Rule 2A of the Rules of the Virginia Supreme Court.

13. Effective Date: This Order shall be effective on the date of its execution.

DONE AND EXECUTED this 1st day of October, 2002, by a majority of the Virginia Gas and Oil Board.

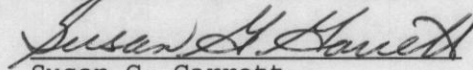

Chairman, Benny R. Wampler

DONE AND PERFORMED this 7th day of October, 2002, by Order of this Board.


B. R. Wilson
Principal Executive to the Staff
Virginia Gas and Oil Board

STATE OF VIRGINIA)
COUNTY OF WISE)

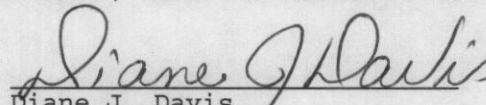
Acknowledged on this 1st day of October, 2002, personally before me a notary public in and for the Commonwealth of Virginia, appeared Benny Wampler, being duly sworn did depose and say that he is Chairman of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.


Susan G. Garrett
Notary Public

My commission expires July 31, 2006

STATE OF VIRGINIA)
COUNTY OF WASHINGTON)

Acknowledged on this 7th day of October, 2002, personally before me a notary public in and for the Commonwealth of Virginia, appeared B. R. Wilson, being duly sworn did depose and say that he is Principal Executive to the Staff of the Virginia Gas and Oil Board, that he executed the same and was authorized to do so.

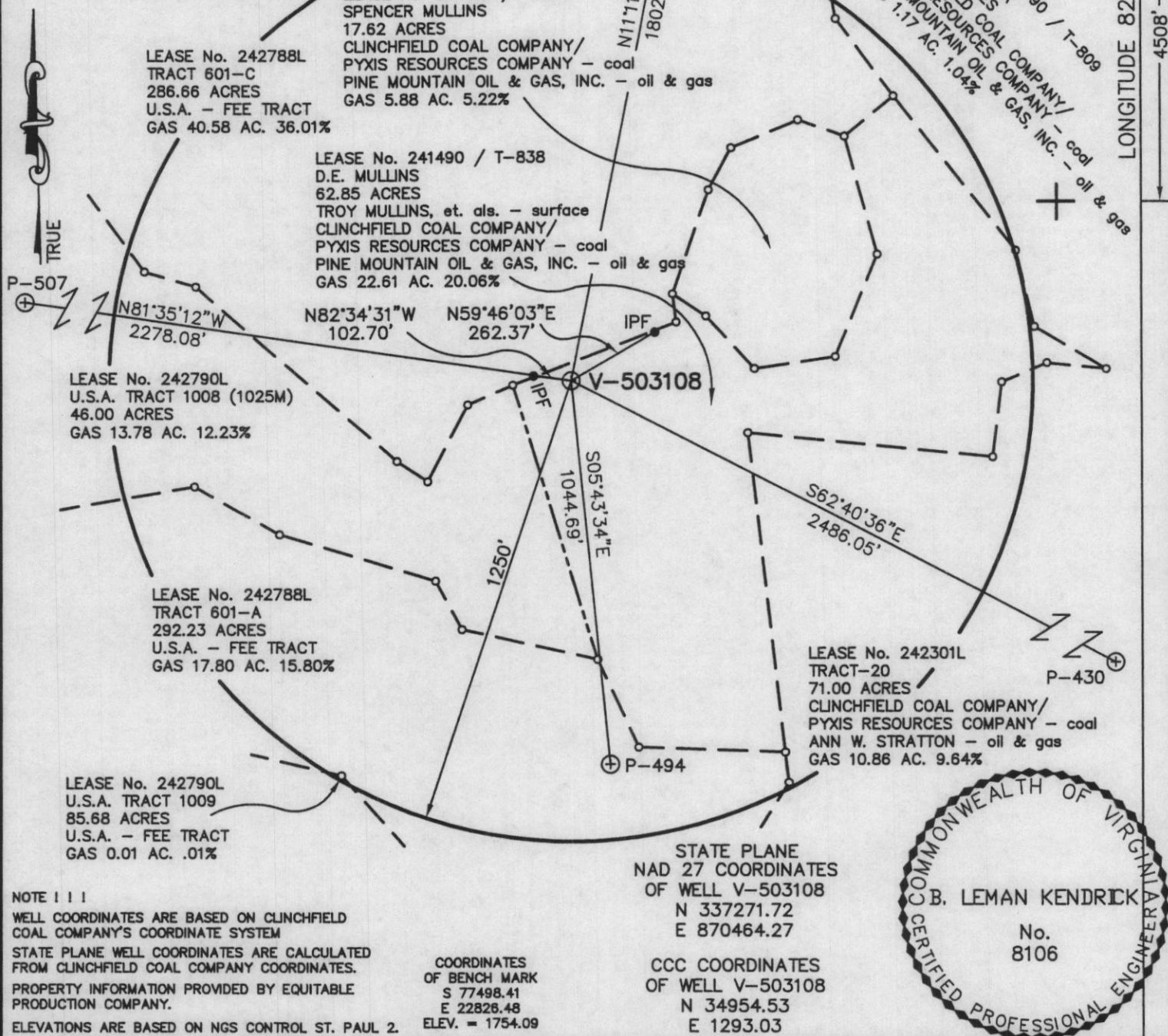

Diane J. Davis
Notary Public

My commission expires September 30, 2005

Sheet 36

TOTAL UNIT AREA
= 112.69 ACRES

--- DENOTES SURFACE & MINERAL LINES
--- DENOTES MINERAL LINE
--- DENOTES SURFACE LINE



WELL LOCATION PLAT

COMPANY Equitable Production Company WELL NAME AND NUMBER V-503108
TRACT No. LEASE NO. 241490L/T-838 ELEVATION 1860.80 (GPS) QUADRANGLE CLINTWOOD
COUNTY DICKENSON DISTRICT WILLIS SCALE: 1" = 400' DATE JULY 29, 2002
THIS PLAT IS A NEW PLAT ; AN UPDATED PLAT x; OR A FINAL LOCATION PLAT
PROPOSED TOTAL DEPTH OF WELL =

+ DENOTES THE LOCATION OF A WELL ON UNITED STATES TOPOGRAPHIC MAPS, SCALE 1 TO 24,000, LATITUDE AND LONGITUDE LINES BEING REPRESENTED BY BORDER LINES AS SHOWN.

B. Lemman Kendrick 7/25/02
LICENSED PROFESSIONAL ENGINEER OR LICENSED LAND SURVEYOR

(AFFIX SEAL)

EXHIBIT "B"
V-503108
LOCATION EXCEPTION

Ann W. Stratton
947 Southfield Road
Shreveport, LA 71106

United States Dept. of Interior
Bureau of Land Management
411 Briarwood Drive, Suite 404
Jackson, MS 39206
Attn: John Riess

Pyxis Resources
P.O. Box 7
Dante, VA 24237
Attn: Larry Cline

Pine Mountain Oil & Gas, Inc.
448 N.E. Main Street
P.O. Box 5100
Lebanon, VA 24266
Attn: Richard Brillhart